

File Number 6052-127-1



CP0322806

State of Illinois
Office of
The Secretary of State

Whereas, APPLICATION FOR WITHDRAWAL OF
BLUESTAR NETWORKS, INC.
INCORPORATED UNDER THE LAWS OF THE STATE OF TENNESSEE HAS BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.



C-212.3

In Testimony Whereof, I hereto set my hand and cause to be
affixed the Great Seal of the State of Illinois,
at the City of Springfield, this 18TH
day of MAY A.D. 2001 and of
the Independence of the United States the two
hundred and 25TH

Jesse White

Secretary of State

Form **BCA-13.45**
(Rev. Jan. 1999)

**APPLICATION FOR CERTIFICATE OF
WITHDRAWAL AND FINAL REPORT**

F
File # 6052-127-1

Jesse White
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-6961
<http://www.sos.state.il.us>

FILED

MAY 18 2001

JESSE WHITE
SECRETARY OF STATE

SUBMIT IN TRIPLICATE

This space for use by
Secretary of State

Date 5-18-2001
License Fee \$
Franchise Tax \$
Filing Fee \$ 25.00
Penalty \$
Interest \$
Approved: J. J.

Remit payment in check or money
order, payable to "Secretary of
State."

PAID - 5 X

MAY 24 2001

1. CORPORATE NAME: BlueStar Networks, Inc.
2. STATE OR COUNTRY OF INCORPORATION: Tennessee
3. Post office address to which may be mailed a copy of any process against the corporation that may be served on the Secretary of State:
Doug Carlen, c/o Covad Communications Company
4250 Burton Drive, Santa Clara, CA 95054
4. No portion of its issued shares at this time is represented by business transacted or property located in this State.
5. It surrenders its authority to transact business in Illinois.
6. It revokes the authority of its registered agent in Illinois to accept service of process, and hereby consents that service of process in any suit, action or proceeding based upon any cause of action arising in this State during the time this corporation was licensed to transact business in this State may hereafter be made on such corporation by service thereof upon the Secretary of State.

(COMPLETE ONLY WHEN APPLICABLE)

7. (a) List all issuances of shares not previously reported to the Secretary of State (including shares issued for cash or other property, share dividends, share splits, share exchanges pursuant to Section 11.10, and shares to effect an exchange or reclassification of issued shares) and give the value of the entire consideration received therefor, less expenses; list any amounts added or transferred to paid-in capital, without the issuance of shares.

Date of Issuance or Contribution	Class	Par Value	Number of Shares Issued	Entire Consideration Received
				\$
				\$
			TOTAL	\$

- (b) List all cancellations of shares not previously reported to the Secretary of State, and give the cost.

Date of Cancellation	Class	Number of Shares Cancelled	Cost
			\$
			\$
		TOTAL	\$

(COMPLETE BOTH SIDES OF REPORT)

8. Issued shares at date of execution:

Class	Series	Par Value	Number of Shares
Common		1.00	1000

9. Paid-in capital at date of execution:

Paid-in Capital \$ 1,000

("Paid-in Capital" replaces the terms "Stated Capital" and "Paid-in Surplus" and is equal to the total of these accounts.)

10. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated

May 2

May 2

2001

(Month & Day)

(Year)

attested by

(Signature of Secretary or Assistant Secretary)

Dhruv Khanna, Secretary
(Type or Print Name and Title)

BlueStar Networks, Inc.

(Exact Name of Corporation)

by

(Signature of President or Vice President)

Ray Hernandez, Vice President
(Type or Print Name and Title)



STATE OF ILLINOIS

Office of the Secretary of State

I hereby certify that this is a true and correct copy, consisting of three pages, as taken from the original on file in this office.

Jesse White

JESSE WHITE
SECRETARY OF STATE

DATED: April 19, 2002

BY: Jim R. Zuendlander